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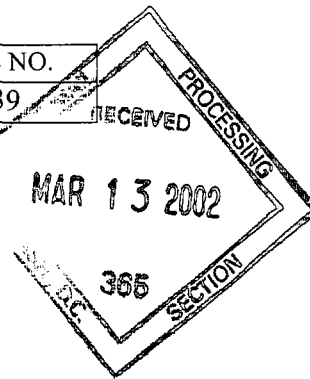
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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

**FACING PAGE**

Information required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

SEC FILE NO.
8-52839



REPORT FOR THE PERIOD BEGINNING 01/01/01 AND ENDING 12/31/01  
mm/dd/yy mm/dd/yy

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

MLC VENTURES, LLC

OFFICIAL USE ONLY

FIRM ID. NO

ADDRESS OF PRINCIPAL PLACE OF BUSINESS (Do not use P.O. Box No)

ONE SANSOME ST., SUITE 2100

(No and Street)

SAN FRANCISCO

CALIFORNIA

94104

(city)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
BEVERLY PASLEY (415) 512-3480

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose option is contained in this Report\*

Ernst Wintter & Associates, Certified Public Accountants

(Name - if individual, state last, first, middle name)

675 Ygnacio Valley Road, Suite B-213,

Walnut Creek,

California

94596

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ (X) Certified Public Accountant  
☐ ( ) Public Accountant  
☐ ( ) Accountant nor resident in United State or any of its possession.

PROCESSED

MAR 28 2002

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THOMSON  
FINANCIAL

\*Claims for exemption from the requirement that the annual report be covered by the option of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

File 3-27



**MLC Ventures, LLC**

**Annual Audit Report**

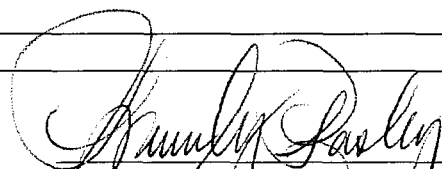
**December 31, 2001**

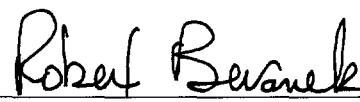
***ERNST WINTTER & ASSOCIATES***  
*Certified Public Accountants*

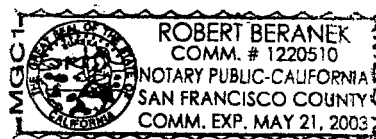
## OATH OR AFFIRMATION

I, **BEVERLY PASLEY**, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of **MLC VENTURES, LLC**, as of **DECEMBER 31, 2001**, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

**NONE**

  
Signature  
Vice President  
Title

  
Notary Public



This report\*\* contains (check all applicable boxes):

- |                                     |     |   |
|-------------------------------------|-----|---|
| <input checked="" type="checkbox"/> | (a) | Facing page.  |
| <input checked="" type="checkbox"/> | (b) | Statement of Financial Conditions.  |
| <input checked="" type="checkbox"/> | (c) | Statement of Income (Loss).   |
| <input checked="" type="checkbox"/> | (d) | Statement of Cash Flows.  |
| <input checked="" type="checkbox"/> | (e) | Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.   |
| <input type="checkbox"/>            | (f) | Statement of Changes in Liabilities Subordinated to Claims of Creditors.  |
| <input checked="" type="checkbox"/> | (g) | Computation of Net Capital.   |
| <input checked="" type="checkbox"/> | (h) | Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.  |
| <input checked="" type="checkbox"/> | (i) | Information Relating to the Possession or control Requirements Under Rule 15c3-3.   |
| <input checked="" type="checkbox"/> | (j) | A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirement Under Exhibit A of Rule 15c3-3. |
| <input type="checkbox"/>            | (k) | A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.  |
| <input checked="" type="checkbox"/> | (l) | An Oath or Affirmation.   |
| <input type="checkbox"/>            | (m) | A copy of the SIPC Supplemental Report.   |
| <input type="checkbox"/>            | (n) | A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.   |
| <input checked="" type="checkbox"/> | (o) | Independent Auditor's Report on Internal Accounting Control.  |

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

# MLC Ventures, LLC

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675 Ygnacio Valley Road, Suite B-213  
Walnut Creek, California 94596

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Independent Auditor's Report

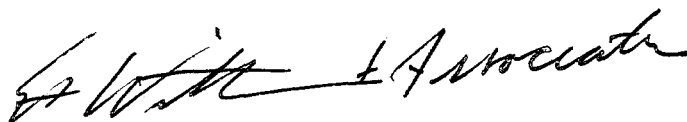
Board of Directors  
MLC Ventures, LLC  
San Francisco, California

We have audited the accompanying statement of financial condition of MLC Ventures, LLC (the Company) as of December 31, 2001, and the related statements of income (loss), changes in members' equity and cash flows for the year then ended that you are filing pursuant rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis in our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MLC Ventures, LLC at December 31, 2001, and the results of their operations and their cash flows for the year then ended in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I & II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 of the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



February 15, 2002

**MLC Ventures, LLC**  
**Statement of Financial Condition**  
**December 31, 2001**

Assets

Cash	\$ 7,996
Prepaid expenses	980
Total assets	<u>\$ 8,976</u>

Liabilities and Members' Equity

Total members' equity	8,976
Total liabilities and members' equity	<u>\$ 8,976</u>

See independent auditor's report and accompanying notes.

**MLC Ventures, LLC**  
**Statement of Income (Loss)**  
**December 31, 2001**

Revenue:

Expenses:

Legal and professional fees	5,450
Regulatory fees	3,382
Other operating expenses	308
Total expenses	<u>9,140</u>
Loss before income taxes	9,140
Income tax provision	800
Net loss	<u><u>\$ (9,940)</u></u>

See independent auditor's report and accompanying notes.

**MLC Ventures, LLC**

**Statement of Changes in Members' Equity**

**For the Year Ended December 31, 2001**

Members' equity at December 31, 2000	\$ 8,916
Capital contributions	10,000
Net loss	<u>(9,940)</u>
Members' equity at December 31, 2001	<u>\$ 8,976</u>

See independent auditor's report and accompanying notes.



**MLC Ventures, LLC**  
**Statement of Cash Flows**  
**December 31, 2001**

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net loss	\$ (9,940)
Adjustments to reconcile net income to net cash provided by operating activities:	
(Increase) decrease in:	
Prepaid expenses	(630)
Increase (decrease) in:	
Income tax payable	(800)
Net cash provided (used) by operating activities	<u>(11,370)</u>

**CASH FLOWS FROM FINANCING ACTIVITIES**

Capital contributions	10,000
Net increase (decrease) in cash and cash equivalents	<u>(1,370)</u>
Cash and cash equivalents, beginning of year	9,366
Cash and cash equivalents, end of year	<u><u>\$ 7,996</u></u>

**SUPPLEMENTAL DISCLOSURES**

Income taxes paid	<u><u>\$ 1,600</u></u>
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See independent auditor's report and accompanying notes.

# MLC Ventures, LLC

## Notes to the Financial Statements

December 31, 2001

(1) Organization

MLC Ventures, LLC (the Company) was organized as a limited liability company in the State of California on July 14, 2000 and was accepted as a member of the National Association of Securities Dealers on March 14, 2001. Liability of the Company's members is limited to their contributed capital. The Company operates in Northern California. And engages in the private placement of securities to institutional customers and high net worth individuals on a best efforts basis.

(2) Summary of Significant Accounting Policies

(a) Cash and Cash Equivalents

The Company considers all demand deposits held in banks and certain highly liquid investments with maturities of 90 days or less, other than those held for sale in the ordinary course of business, to be cash equivalents.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(c) Income Taxes

The Company is a limited liability company (LLC) and is taxed as a partnership under the Internal Revenue Code and a similar state statute. In lieu of income taxes, the members are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes is included in these financial statements. The Company is however, subject to the annual California franchise tax of \$800 and a California LLC fee based on gross revenue.

# **MLC Ventures, LLC**

## **Notes to the Financial Statements**

**December 31, 2001**

(3) Net Capital Requirements

The Company is subject to the Securities and Exchange Commission's uniform net capital rule (Rule 15c3-1) which requires the Company to maintain a minimum net capital equal to or greater than \$5,000 and a ratio of aggregate indebtedness to net capital not exceeding 8 to 1, both as defined. At December 31, 2001, the Company's net capital was \$7,996 which exceeded the requirement by \$2,996.

SUPPLEMENTAL INFORMATION

**MLC Ventures, LLC**

**Schedule I**  
**Computation of Net Capital Under Rule 15c3-1 of**  
**the Securities and Exchange Commission**

**December 31, 2001**

Net capital:

Total members' equity qualified for net capital	\$ 8,976
Less: Non-allowable assets	
Prepaid expenses	980
Net capital	<u>\$ 7,996</u>

Net minimum capital requirement of 12.5% of aggregate indebtedness of \$0 or \$5,000, whichever is greater	<u>5,000</u>
Excess net capital	<u><u>\$ 2,996</u></u>

Reconciliation with Company's computation (included in Part II  
of Form X-17A-5 as of December 31, 2001)

Net capital, as reported in Company's Part II (unaudited)	
FOCUS report	\$ 7,996
Decrease in members' equity	(2,020)
Decrease in non-allowable assets	2,020
Net capital per above computation	<u><u>\$ 7,996</u></u>

**MLC Ventures, LLC**

**Schedule II**  
**Computation for Determination of Reserve Requirements**  
**Pursuant to Rule 15c3-3 of the**  
**Securities and Exchange Commission**

**December 31, 2001**

An exception from rule 15c3-3 is claimed, based upon section (k)(2)(ii). All customer transactions are processed in accordance with Rule 15c3-1(a)(2).

675 Ygnacio Valley Road, Suite B-213  
Walnut Creek, California 94596

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Independent Auditor's Report on Internal  
Accounting Control Required by SEC Rule 17a-5

Board of Directors  
MLC Ventures, LLC  
San Francisco, California

In planning and performing our audit of the financial statements and supplemental schedules of MLC Ventures, LLC (the Company) for the period ended December 31, 2001, we considered its internal control including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objective stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by rule 17a-13
3. Complying with the requirements for prompt payments for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

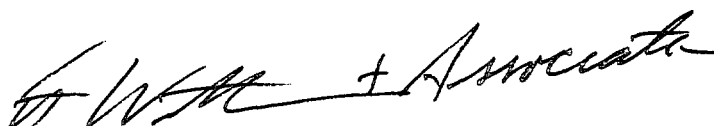
Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in the internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted the following matter involving the Company's internal control and its operation that we consider to be a material weakness as defined above. This condition was considered in determining the nature, timing, and extent of procedures to be performed in our audit of the financial statements of the Company for the year ended December 31, 2001, and this report does not affect our report thereon dated February 15, 2002.

The size of the business and the resultant limited number of employees imposes practical limitations on the effectiveness of those internal control policies and procedures that depend on the segregation of duties. Because this condition is inherent in the size of the Company, the specific weaknesses are not described herein and no corrective action has been taken or proposed by the Company.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2001, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the Securities and Exchange Commission, the National Association of Securities Dealers and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulations of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in black ink, appearing to read "WSM + Associates", is written in a cursive, stylized script.

February 15, 2002